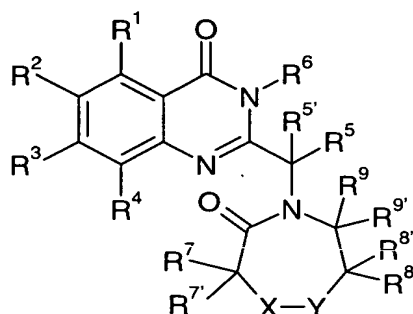


Amendments to the Claims:

1. (Currently amended) A compound selected from those represented by the formula I:



Formula I

wherein:

R^1 , R^2 , R^3 and R^4 are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and optionally substituted heteroaryl;

R^5 and $R^{5'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R^5 and $R^{5'}$ taken together form an optionally substituted 3- to 7-membered carbocyclic ring;

R^6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

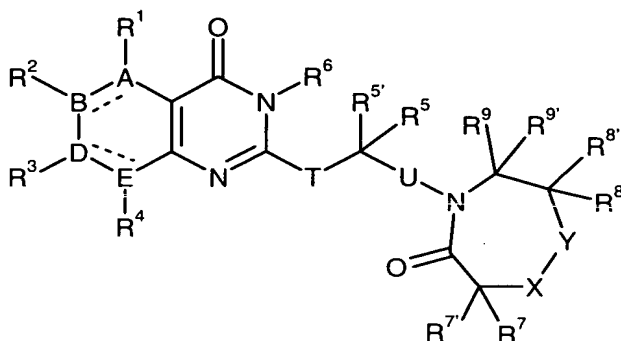
R^7 , $R^{7'}$, R^8 , $R^{8'}$, R^9 and $R^{9'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

X and Y are each independently chosen from $C(R^{10})(R^{11})$, $N(R^{12})$, O and S, wherein R^{10} and R^{11} are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

R^{12} is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl, or optionally substituted heteroaralkyloxy carbonyl;

including single stereoisomers and mixtures of stereoisomers thereof,
and pharmaceutically acceptable derivatives (e.g., salts) and solvates thereof.

2. (Currently amended) A compound selected from those represented by the
Formula II:



Formula II

wherein:

R¹, R², R³ and R⁴ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and optionally substituted heteroaryl;

R⁵ and R^{5'} are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R⁵ and R^{5'} taken together form an optionally substituted 3- to 7-membered carbocyclic ring;

R⁶ is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R⁷, R^{7'}, R⁸, R^{8'}, R⁹ and R^{9'} are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

X and Y are each independently chosen from C(R¹⁰)(R¹¹), N(R¹²), O and S, wherein R¹⁰ and R¹¹ are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

R¹² is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted

heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl, or optionally substituted heteroaralkyloxy carbonyl;

T and U are independently a covalent bond, -C(O)-, or optionally substituted alkylene;

A, B, D and E are independently N, C, CH, O, S or absent, provided that: no more than one of A, B, D or E is absent;

no more than two of A, B, D and E are -N=, and

A, B, D or E can be O or S only when one of A, B, D or E is absent; and

provided that R¹, R², R³ or R⁴ is absent where A, B, D or E, respectively, is -N=, O, S or absent;

including single stereoisomers and mixtures of stereoisomers thereof,

and pharmaceutically acceptable derivatives (e.g., salts) and solvates thereof.

3. (Currently amended) A compound according to claim 2 wherein A, B, D and E are independently chosen from -C= and -N=, T is optionally substituted C₁-C₄ alkylene or is a covalent bond, and U is optionally substituted C₁-C₄ alkylene or is a covalent bond.

4,5 (Canceled)

6. (Currently amended) A compound according to ~~any of the preceding claims~~ wherein Claim 3 wherein:

R¹, R², R³ and R⁴ are each independently selected from H, halogen, cyano, optionally substituted C₁-C₄ alkyl, C₁-C₄ haloalkyl, optionally substituted C₁-C₄ alkoxy, and C₁-C₄ haloalkoxy;

R⁵ and R^{5'} are each independently selected from H and C₁-C₄ alkyl;

R⁶ is optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄ alkyl- or optionally substituted heteroaryl-C₁-C₄ alkyl;

R⁷, R^{7'}, R⁸, R^{8'}, R⁹ and R^{9'} are each independently selected from H and C₁-C₄ alkyl; and

one of X or Y is C(R¹⁰)(R¹¹), wherein R¹⁰ and R¹¹ are each independently selected from H or C₁-C₄ alkyl, and the other of X or Y is N(R¹²), where R¹² is H, C₁-C₄ alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, C₁-C₆ alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted

heteroaralkylcarbonyl, C₁-C₆ alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl, optionally substituted heteroaralkyloxy carbonyl, where the optionally substituted aryl or heteroaryl groups or moieties are unsubstituted or substituted with one or more substituents selected from C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, amino, C₁-C₄ alkylamino, di-C₁-C₄ alkylamino, carboxy, C₁-C₄ alkylcarbonyloxy, C₁-C₄ alkoxy carbonyl, carboxamido, C₁-C₄ alkylcarboxamido, aminocarbonyl, C₁-C₄ alkylaminocarbonyl, di-C₁-C₄ alkylaminocarbonyl, cyano, C₁-C₄ alkylcarbonyl, halogen, hydroxyl, mercapto and nitro.

7-21 (Canceled)

22. (Currently Amended) A compound according to ~~any of the preceding claims~~ Claim 2 wherein R⁵ and R^{5'} are each attached to a stereogenic center having an R-configuration.

23. (Canceled)

24. (Currently amended) A compound selected from:

3-Benzyl-7-chloro-2-[2-methyl-1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;

3-Benzyl-7-chloro-2-[2-methyl-1-(4-methyl-7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;

3-benzyl-7-chloro-2-[(R)-2-methyl-1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;

2-[1-(Acetyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3-benzyl-7-chloro-3H-quinazolin-4-one;

3-Benzyl-7-chloro-2-[1-(3,3-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3H-quinazolin-4-one;

3-Benzyl- 2-[1-(4-benzyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]- 7-chloro -3H-quinazolin-4-one;

3-Benzyl-7-chloro-2-[1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one; and

3-Benzyl-7-chloro-2-[1-(6,6-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3H-quinazolin-4-one;

or a pharmaceutically acceptable derivative (~~e.g., salt~~) or solvate thereof.

25, 26 (Canceled)

27. (Currently amended) A composition comprising a pharmaceutically acceptable excipient and a compound according to ~~any of claims 1-24~~ Claim 2.

28. (Original) A composition according to claim 27, wherein said composition further comprises a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.

29. (Canceled)

30. (Currently amended) A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of the compound according to ~~any one of claims 1 to 24~~ Claim 2.

31. (Currently amended) A method for the treatment of a disease of proliferating cells comprising administering to a subject in need thereof the compound according to ~~any one of claims 1-24~~ Claim 2.

32. (Canceled)

33. (Currently amended) A method according to claim 31 ~~or claim 32~~ wherein said disease is selected from the group consisting of cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, fungal disorders and inflammation.

34. (Canceled)

35. (New) A compound according to claim 6 wherein:

R¹, R², R³ and R⁴ are each independently selected from H and halogen;

R⁵ is H and R⁵ is C₁-C₄ alkyl;

R⁶ is optionally substituted phenyl-C₁-C₄ alkyl-;

R⁹ and R⁹ are each H, and R⁷ and R⁷ or R⁸ and R⁸ are each independently H or C₁-C₄ alkyl; and

X is C(R¹⁰)(R¹¹), wherein R¹⁰ and R¹¹ are each H or C₁-C₄ alkyl, and Y is N(R¹²), where R¹² is H, C₁-C₄ alkyl, aralkyl, heteroaralkyl, C₁-C₆ alkylcarbonyl, arylcarbonyl, or heteroarylcarbonyl.

36. (New) A compound according to claim 35 wherein:

R¹, R² and R⁴ are each H and R³ is halogen;

R⁵ is H and R⁵ is ethyl, cyclopropyl, iso-propyl or t-butyl;

R⁶ is optionally substituted benzyl; and

X is CH₂, and Y is N(R¹²), where R¹² is H, methyl, benzyl or acetyl (-C(O)methyl).

37. (New) A compound according to Claim 1 wherein:

R¹, R², R³ and R⁴ are each independently selected from H, halogen, cyano, optionally substituted C₁-C₄ alkyl, C₁-C₄ haloalkyl, optionally substituted C₁-C₄ alkoxy, and C₁-C₄ haloalkoxy;

R⁵ and R⁵ are each independently selected from H and C₁-C₄ alkyl;

R⁶ is optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄ alkyl- or optionally substituted heteroaryl-C₁-C₄ alkyl;

R⁷, R⁷, R⁸, R⁸, R⁹ and R⁹ are each independently selected from H and C₁-C₄ alkyl; and

one of X or Y is C(R¹⁰)(R¹¹), wherein R¹⁰ and R¹¹ are each independently selected from H or C₁-C₄ alkyl, and the other of X or Y is N(R¹²), where R¹² is H, C₁-C₄ alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, C₁-C₆ alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, C₁-C₆ alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl, optionally substituted heteroaralkyloxy carbonyl, where the optionally substituted aryl or heteroaryl groups or moieties are unsubstituted or substituted with one or more substituents selected from C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, amino, C₁-C₄ alkylamino, di-C₁-C₄ alkylamino, carboxy, C₁-C₄ alkylcarbonyloxy, C₁-C₄ alkoxy carbonyl, carboxamido, C₁-C₄ alkylcarboxamido, aminocarbonyl, C₁-C₄ alkylaminocarbonyl, di-C₁-C₄ alkylaminocarbonyl, cyano, C₁-C₄ alkylcarbonyl, halogen, hydroxyl, mercapto and nitro.

38. (New) A compound according to claim 37 wherein:

R¹, R², R³ and R⁴ are each independently selected from H and halogen;

R⁵ is H and R⁵ is C₁-C₄ alkyl;

R^6 is optionally substituted phenyl- C_1 - C_4 alkyl-;

R^9 and R^9 are each H, and R^7 and R^7 or R^8 and R^8 are each independently H or C_1 - C_4 alkyl; and

X is $C(R^{10})(R^{11})$, wherein R^{10} and R^{11} are each H or C_1 - C_4 alkyl, and Y is $N(R^{12})$, where R^{12} is H, C_1 - C_4 alkyl, aralkyl, heteroaralkyl, C_1 - C_6 alkylcarbonyl, arylcarbonyl, or heteroarylcarbonyl.

39. (New) A compound according to claim 38 wherein:

R^1 , R^2 and R^4 are each H and R^3 is halogen;

R^5 is H and R^5 is ethyl, cyclopropyl, iso-propyl or t-butyl;

R^6 is optionally substituted benzyl; and

X is CH_2 , and Y is $N(R^{12})$, where R^{12} is H, methyl, benzyl or acetyl (-C(O)methyl).